

EXHIBIT A

January Time

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

WASHINGTON
LOS ANGELES
CHICAGO
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STAMFORD
PARSIPPANY

AFFILIATE OFFICE:
MUMBAI, INDIA

JOANN Committee
Attn: Eric Wilson
c/o Eric Wilson
3 World Trade Center, 175 Greenwich Street
New York, NY 10007

February 28, 2025
Invoice No. 2924715

030608 JOANN Committee
0001 Case Administration

Account Summary And Remittance Form

Legal Services:	\$10,882.00
Disbursements and Other Charges:	\$101.20

Total Amount Due: **\$10,983.20**

Terms: Payment Due on or Before March 30, 2025

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

P.O. BOX 24652

NEW YORK, NY 10087-4652

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

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February 28, 2025
 Invoice No. 2924715

Client 030608
 Matter 0001 Case Administration

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Review action items and next steps (.5); prepare task list (.4); and critical dates chart (.3); coordinate with J. Churchill (KDW) regarding action items (.2); emails regarding next steps on omnibus objection (.3); emails with J. Adams, M. McLoughlin and A. Barajas (all KDW) regarding next steps (.4); revise task list (.5); coordinate with M. McLoughlin (KDW) on task list and immediate projects (.4).	CC	3.00	\$2355.00
01/30/25	Request transcript for first day hearing.	SA	0.20	72.00
01/30/25	Meet with C. Choe (KDW) to discuss initial case tasks and immediate assignments (.4); revise task list (.9).	MJM	1.30	1358.50
01/30/25	Review background materials, pitch materials and first day pleadings for matter background.	NSG	1.00	920.00
01/30/25	Emails with M. McLoughlin, C. Choe (both KDW) and KDW team regarding contacts, bylaws, task list and introductory packages (.8); review and comment on task list (.2); instruction to M. McLoughlin (KDW)	ERW	1.10	1408.00

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JOANN Committee
Client 030608
Matter 0001
February 28, 2025
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	regarding same (.1). Correspondence with UST on selection and initial call.	JRA	0.10	115.00
01/30/25	Review pitchbook (.1), first day declaration (.3) and initial task list (.1) for case background.	JC	0.50	367.50
01/30/25	Begin drafting initial contact list.	TB	1.10	440.00
01/30/25	Emails with C. Choe, E. Wilson and J. Adams (KDW) regarding case status and work streams.	RLL	0.30	358.50
01/31/25	Review emails from debtors' counsel regarding general case updates (.3); email regarding hearing transcript (.2); confer with T. Burns (KDW) regarding calendaring and distribution lists (.2); set up distribution lists (.3); follow-up with S. Alceus (KDW) on sale dates and timeline (.1); coordinate regarding docket review and critical dates (.2).	CC	1.30	1020.50
01/31/25	Review updated internal case task list (.2); outline additional items for immediate tasks (.5); call with M. McLoughlin (KDW) and M. Bates (UST) on case status (.3).	JRA	1.00	1150.00
01/31/25	Instruction to T. Burns (KDW) on creating team calendar.	JC	0.20	147.00
01/31/25	Further work on matter contact list (.2); calendar matter events and deadlines (.3); establish ECF noticing for team (.3).	TB	0.80	320.00
01/31/25	Call with M. Bates (UST) and J. Adams	MJM	0.40	418.00

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JOANN Committee
Client 030608
Matter 0001
February 28, 2025
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/31/25	(KDW) to discuss case timing (.3); follow up with J. Adams (KDW) (.1). Forward transcript and respond to email from C. Choe (KDW) (.3); coordinate payment of transcription (.6); calendar critical dates (.3).	SA	1.20	432.00

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JOANN Committee
Client 030608
Matter 0001
February 28, 2025
Page 4

Total Services for this Matter: 10,882.00

Other Charges:

Transcriptions \$101.20

Total Other Charges for this Matter: 101.20

Total this Invoice \$10,983.20

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 Client 030608
 Matter 0001
 February 28, 2025
 Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	4.30	785.00	\$3,375.50
ERW	Wilson, Eric	1.10	1,280.00	1,408.00
JC	Churchill, John	0.70	735.00	514.50
JRA	Adams, Jason	1.10	1,150.00	1,265.00
MJM	McLoughlin, Maeghan J	1.70	1,045.00	1,776.50
NSG	Greenberg, Nathan S	1.00	920.00	920.00
RLL	LeHane, Robert L	0.30	1,195.00	358.50
SA	Alceus, Sherly	1.40	360.00	504.00
TB	Burns, Tom	1.90	400.00	760.00

PAYMENT BY CHECK:

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 ATTN: TREASURER'S DEPARTMENT
 3 WORLD TRADE CENTER
 175 GREENWICH STREET
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Attn: Eric Wilson
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3 World Trade Center, 175 Greenwich Street
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February 28, 2025
Invoice No. 2924716

030608 JOANN Committee
0002 Pleadings Review

Account Summary And Remittance Form

Legal Services: \$768.00
Disbursements and Other Charges: \$0.00

Total Amount Due: **\$768.00**

Terms: Payment Due on or Before March 30, 2025

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ACCOUNT #:135-046110

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NEW YORK, NY 10087-4652

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER
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February 28, 2025
 Invoice No. 2924716

Client 030608
 Matter 0002 Pleadings Review

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/31/25	Review critical vendor motion (.2); review and analyze docket (.4).	ERW	0.60	\$768.00
Total Services for this Matter:				768.00
Total this Invoice				\$768.00

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 Matter 0002
 February 28, 2025
 Page 2

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.60	1,280.00	\$768.00

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Attn: Eric Wilson
c/o Eric Wilson
3 World Trade Center, 175 Greenwich Street
New York, NY 10007

February 28, 2025
Invoice No. 2924717

030608 JOANN Committee
0003 Retention Matters

Account Summary And Remittance Form

Legal Services:	\$6,655.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$6,655.00**

Terms: Payment Due on or Before March 30, 2025

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ACCOUNT #: 135-046110

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Attn: Eric Wilson
c/o Eric Wilson
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February 28, 2025
Invoice No. 2924717

Client 030608
Matter 0003 Retention Matters

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Review pitch materials from Emerald (.2), Province (.3), FTI (.3) and Uzzi (.2); follow up correspondence to respective FAs to advise of committee decision (.2).	JRA	1.20	\$1380.00
01/30/25	Emails with prospective financial advisors; S. Simms (FTI) (.2); S. Keitlinski (PA) (.2) and D. Galfus (BRG) (.2) regarding case issues; review the prospective financial advisors materials: Emerald (.2), FTI (.3), Province (.3), BRG (.2) and Uzzi (.2); confer (.3) and emails (.2) with prospective local counsel regarding conflicts, case strategy.	ERW	2.30	2944.00
01/31/25	Emails to R. LeHane and J. Adams (both KDW) regarding local counsel (.2); call (.3) and emails (.2) with B. Sandler and A. Bates (both PSZJ) regarding new matter, next steps.	ERW	0.70	896.00
01/31/25	Review NOA for filing (.1); correspondence with J. O'Neill (PSZJ) on same (.1); review and sign off on my pro hac vice application (.1).	JRA	0.30	345.00
01/31/25	Emails with J. Adams and E. Wilson (both	RLL	0.30	358.50

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JOANN Committee
 Client 030608
 Matter 0003
 February 28, 2025
 Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/31/25	KDW) regarding case status and coordination with financial advisors and DE counsel. Emails with B. Sandler (PSZJ) regarding notice of appearance and pro hac applications (.2); revise NOA (.1) and KDW team pro hac applications (.3); further emails with J. Oneill (PSZJ) regarding same (.1).	MJM	0.70	731.50
Total Services for this Matter:				6,655.00
Total this Invoice				\$6,655.00

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 Client 030608
 Matter 0003
 February 28, 2025
 Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	3.00	1,280.00	\$3,840.00
JRA	Adams, Jason	1.50	1,150.00	1,725.00
MJM	McLoughlin, Maeghan J	0.70	1,045.00	731.50
RLL	LeHane, Robert L	0.30	1,195.00	358.50

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Attn: Eric Wilson
c/o Eric Wilson
3 World Trade Center, 175 Greenwich Street
New York, NY 10007

February 28, 2025
Invoice No. 2924720

030608 JOANN Committee
0004 Fee Matters

Account Summary And Remittance Form

Legal Services:	\$256.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$256.00**

Terms: Payment Due on or Before March 30, 2025

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ACCOUNT #: 135-046110

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February 28, 2025
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Client 030608
 Matter 0004 Fee Matters

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Instruction to M. McLoughlin (KDW) and KDW team regarding billling issues.	ERW	0.10	\$128.00
01/31/25	Instructions to C. Choe, et al. (KDW) regarding interim compensation.	ERW	0.10	128.00
	Total Services for this Matter:			256.00
	Total this Invoice			\$256.00

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 Client 030608
 Matter 0004
 February 28, 2025
 Page 2

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.20	1,280.00	\$256.00

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February 28, 2025
Invoice No. 2924718

030608 JOANN Committee
0005 Financing

Account Summary And Remittance Form

Legal Services:	\$25,088.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$25,088.00**

Terms: Payment Due on or Before March 30, 2025

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February 28, 2025
Invoice No. 2924718

Client 030608
Matter 0005 Financing

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Meet with A. Barajas and C. Choe (both KDW) to discuss cash collateral motion and potential issues (.5); review cash collateral motion (.9) and cash collateral order (1.9); draft issues list (1.1); begin marking up cash collateral order (.8).	MJM	5.20	\$5434.00
01/30/25	Conference with M. McLoughlin and A. Barajas (both KDW) to discuss cash collateral motion and potential issues.	CC	0.50	392.50
01/30/25	Review motion to approve financing (.3); proposed final financing order (.3) and supporting affidavits (.3).	RLL	0.90	1075.50
01/30/25	Meeting with M. McLoughlin and C. Choe (both KDW) regarding cash collateral (.5); review precedent cash collateral objections in preparation for drafting omnibus objection (.4); review and analyze cash collateral motion (.6) and interim cash collateral order (1.9) in preparation for drafting omnibus objection.	AB	3.40	3026.00
01/31/25	Emails with R. LeHane (KDW) and A. Glenn	ERW	1.50	1920.00

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Client 030608
Matter 0005
February 28, 2025
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/31/25	(GA) regarding introductory call (.2); review of cash collateral motion (.3), interim order (.6); outline issues for objection (.2); review B. Feder (KDW) summary of FILO agreement (.2).	JRA	0.80	920.00
01/31/25	Review FILO fee letter (.2); correspondence with B. Feder (KDW) on review and analysis of same (.2); review preliminary analysis on FILO make whole from B. Feder (KDW) (.3); follow up correspondence with B. Feder and N. Greenberg (both KDW) on same (.1).	AB	3.60	3204.00
01/31/25	Conduct review of precedent cash collateral objections for drafting omnibus objection (.4); draft background facts for cash collateral objection regarding debtors' prepetition capital structure (1.2), cash collateral motion (.6), and background on debtors (.3); call with C. Choe and M. McLoughlin (both KDW) regarding outline of omnibus objection to cash collateral issues (.8); follow up call with C. Choe (KDW) on same (.3).	CC	1.40	1099.00
	Conference with M. McLoughlin and A. Barajas (both KDW) regarding omnibus objection and open cash collateral issues (.8); follow-up call with A. Barajas (KDW) regarding structure (.3); review issues and local rules related to cash collateral (.3).			

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 Matter 0005
 February 28, 2025
 Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/31/25	Outline cash collateral objection issue (.9); call with A. Barajas and C. Choe (both KDW) regarding same (.8); emails with B. Feder (KDW) regarding make whole (.2) and review his analysis of same (.3).	MJM	2.20	2299.00
01/31/25	Review credit agreement and fee letter regarding prepayment premium (1.3); draft summary email regarding initial conclusions as to allowance of same (3.4).	BDF	4.70	4982.00
01/31/25	Review emails, first day pleadings and other documents from bankruptcy, analysis of make-whole provision.	NSG	0.80	736.00
Total Services for this Matter:				25,088.00
Total this Invoice				\$25,088.00

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February 28, 2025
Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
AB	Barajas, Andres	7.00	890.00	\$6,230.00
BDF	Feder, Benjamin D	4.70	1,060.00	4,982.00
CC	Choe, Connie	1.90	785.00	1,491.50
ERW	Wilson, Eric	1.50	1,280.00	1,920.00
JRA	Adams, Jason	0.80	1,150.00	920.00
MJM	McLoughlin, Maeghan J	7.40	1,045.00	7,733.00
NSG	Greenberg, Nathan S	0.80	920.00	736.00
RLL	LeHane, Robert L	0.90	1,195.00	1,075.50

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February 28, 2025
Invoice No. 2924719

030608 JOANN Committee
0006 Asset Analysis and Disposition

Account Summary And Remittance Form

Legal Services:	\$16,056.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$16,056.50**

Terms: Payment Due on or Before March 30, 2025

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PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP

P.O. BOX 24652

NEW YORK, NY 10087-4652

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:
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JOANN Committee
Attn: Eric Wilson
c/o Eric Wilson
3 World Trade Center, 175 Greenwich Street
New York, NY 10007

February 28, 2025
Invoice No. 2924719

Client 030608
Matter 0006 Asset Analysis and Disposition

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Review bid procedures motion (.9), bid procedures order (.8), and bid procedures (.8); draft issues list (.9); begin marking up order (.6) and procedures (.7).	MJM	4.70	\$4911.50
01/30/25	Emails with C. Choe (KDW) regarding background materials and audio of first day hearing for drafting facts of omnibus objection (.2); review outline of committee's issues with respect to cash collateral and bidding procedures for omnibus objection (.4); review pitch outline in preparation for drafting fact section (.2).	AB	0.80	712.00
01/30/25	Confer (.2); and emails (.2) with R. LeHane (KDW) regarding sale status, next steps; call with B. Michaelson (ATG) regarding post sale issues (.2).	ERW	0.60	768.00
01/31/25	Legal research regarding the standard for asset sales and court assessment of same.	TDH	2.20	1331.00
01/31/25	Review and analyze sale timeline (.3); initial review of stalking horse agreement (.3); review	ERW	0.80	1024.00

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JOANN Committee
Client 030608
Matter 0006
February 28, 2025
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/31/25	and update research topics list (.2). Review issues list for bid procedures and background for same (.8); review precedent for omnibus objections (.5); start outlining omnibus objection for sale and cash collateral (1.2); draft preliminary statement, background sections and arguments (4.6); calls (2x) with A. Barajas (KDW) on next steps (.4); emails regarding FILO and loan/credit agreements and provisions relevant to liens on leases (.2).	CC	7.70	6044.50
01/31/25	Emails with T. Hopper (KDW) regarding sale standard research (.2); preliminary review of T. Hopper's (KDW) research on sale standard (.5).	MJM	0.70	731.50
01/31/25	Call with C. Choe (KDW) regarding structure of draft omnibus objection (.1); review and edit structure of same (.2); call with C. Choe (KDW) regarding next steps for omnibus objection (.3).	AB	0.60	534.00
Total Services for this Matter:				16,056.50
Total this Invoice				\$16,056.50

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JOANN Committee
 Client 030608
 Matter 0006
 February 28, 2025
 Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
AB	Barajas, Andres	1.40	890.00	\$1,246.00
CC	Choe, Connie	7.70	785.00	6,044.50
ERW	Wilson, Eric	1.40	1,280.00	1,792.00
MJM	McLoughlin, Maeghan J	5.40	1,045.00	5,643.00
TDH	Hopper, Timothy D	2.20	605.00	1,331.00

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3 World Trade Center, 175 Greenwich Street
New York, NY 10007

February 28, 2025
Invoice No. 2924721

030608 JOANN Committee
0007 Executory Contracts and Leases

Account Summary And Remittance Form

Legal Services:	\$1,620.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$1,620.00**

Terms: Payment Due on or Before March 30, 2025

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BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

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February 28, 2025
 Invoice No. 2924721

Client 030608
 Matter 0007 Executory Contracts and Leases

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Review landlord leases status and begin tracking same (4.4); send to A. Barajas and C. Choe (both KDW) (.1).	SA	4.50	\$1620.00
Total Services for this Matter:				1,620.00
Total this Invoice				\$1,620.00

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JOANN Committee
 Client 030608
 Matter 0007
 February 28, 2025
 Page 2

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
SA	Alceus, Sherlly	4.50	360.00	\$1,620.00

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February 28, 2025
Invoice No. 2924722

030608 JOANN Committee
0011 Committee and Creditor Communications

Account Summary And Remittance Form

Legal Services:	\$22,743.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$22,743.00**

Terms: Payment Due on or Before March 30, 2025

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BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

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KELLEY DRYE & WARREN LLP

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New York, NY 10007

February 28, 2025
Invoice No. 2924722

Client 030608
Matter 0011 Committee and Creditor Communications

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Draft initial UCC email.	MJM	0.50	\$522.50
01/30/25	Emails with creditors, counsel J. Hoover (BL) (.2), B. McGrath (.2) and M. Udem (.2) (both ASK); conduct initial committee call and financial advisor interviews (2.3); emails with C. Edwards (Gwen) and E. Bell (Regency) regarding next steps (.2).	ERW	3.10	3968.00
01/30/25	Participate in initial committee call to interview and select a financial advisor and discuss initial case strategy with E. Wilson and A. Barajas (both KDW).	JRA	2.30	2645.00
01/30/25	Attend committee call with J. Adams and E. Wilson (both KDW) regarding interviews and selection of financial advisors.	AB	2.30	2047.00
01/30/25	Emails and calls with landlords and counsel to landlords regarding status of case, sale process and DIP discussions with lenders, I. Gold (Allen Matkins) (.4); E. Bell (Regency) (.3); J. Bowden (Brookfield) (.3); R. Green (Aston Properties) (.2), C. Neveja (KRG) (.3); R.	RLL	1.70	2031.50

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JOANN Committee
 Client 030608
 Matter 0011
 February 28, 2025
 Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Yarmy (Win Properties) (.2). Coordinate with K. Furtado (KDW) regarding bylaws (.2); review latest version of bylaws and provide responses on same (.5); review bylaws sent by K. Furtado (KDW) and revise same (.8); start review and revision of committee contact sheet (.5).	CC	2.00	1570.00
01/31/25	Continue finalizing committee bylaws (.5); continue revisions to contact sheet (.7); revise contact sheet (.2); follow-up on UCC contact sheet (.1); email with J. Adams and M. McLoughlin (both KDW) regarding UCC update (.1); follow-up email regarding same (.1).	CC	1.70	1334.50
01/31/25	Review and comment on committee update (.2); instruction to M. McLoughlin regarding same (KDW) (.1); emails with E. Bell (RC) (.2), S. Balasiano (BA) (.1), M. Udem (ASK) (.2), C. Edwards (Gweyn) (.1), J. Hoover (BF) (.1), R. Edwards (Kimco) (.1), R. Tucker (Simon) (.1), K. Carpenter (Advantus) (.1) and K. Hartman (Brother) (.1) regarding same, recommendations; confer with E. Bell (RC) regarding case status, local counsel (.3); call with J. Adams and M. McLoughlin (both KDW) on committee update (.3); follow up call with J. Adams (KDW) (.2); emails with G.	ERW	2.60	3328.00

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JOANN Committee
 Client 030608
 Matter 0011
 February 28, 2025
 Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/31/25	Novod (GE) regarding next steps (.2); emails with D. Laton (PA) and G. Ocalgiray (Ormo) regarding case concerns (.2).	JRA	1.10	1265.00
01/31/25	Call with E. Wilson and M. McLoughlin (both KDW) on UCC update (.3); call with E. Wilson (KDW) regarding same (.2); revise UCC update (.1); confer with J. Hoover (counsel for Gwen) on case status (.2); conference with M. Udem (counsel for Ormo) on same (.2); correspondence with G. Ocalgiray (Ormo) on case background (.1).	RLL	1.10	1314.50
01/31/25	Calls with multiple landlords on case status and UCC goals (.8); confer with UCC member, E. Bell (Regency) regarding case status (.3).	MJM	2.60	2717.00
Total Services for this Matter:				22,743.00
Total this Invoice				\$22,743.00

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 Client 030608
 Matter 0011
 February 28, 2025
 Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
AB	Barajas, Andres	2.30	890.00	\$2,047.00
CC	Choe, Connie	3.70	785.00	2,904.50
ERW	Wilson, Eric	5.70	1,280.00	7,296.00
JRA	Adams, Jason	3.40	1,150.00	3,910.00
MJM	McLoughlin, Maeghan J	3.10	1,045.00	3,239.50
RLL	LeHane, Robert L	2.80	1,195.00	3,346.00

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JOANN Committee
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February 28, 2025
Invoice No. 2924723

030608 JOANN Committee
0012 Business Operations

Account Summary And Remittance Form

Legal Services:	\$2,676.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$2,676.00**

Terms: Payment Due on or Before March 30, 2025

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BANK: JP MORGAN CHASE, N.A.

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SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

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February 28, 2025
 Invoice No. 2924723

Client 030608
 Matter 0012 Business Operations

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/31/25	Emails with J. Churchill (KDW) regarding various second-day orders and next steps (.2); conference with J. Churchill (KDW) regarding same (.3); email to M. Waldrep (K&E) regarding critical vendor order (.1).	CC	0.60	\$471.00
01/31/25	Call with C. Choe (KDW) to discuss review of second day orders (.3); review C. Choe (KDW) comments to rejection/assumption procedures order (.5); edits to same (1.0); edits to cash management order (.8), creditor matrix (.2) and customer programs order (.2).	JC	3.00	2205.00
	Total Services for this Matter:			2,676.00
	Total this Invoice			\$2,676.00

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JOANN Committee
 Client 030608
 Matter 0012
 February 28, 2025
 Page 2

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	0.60	785.00	\$471.00
JC	Churchill, John	3.00	735.00	2,205.00

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Attn: Eric Wilson
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New York, NY 10007

February 28, 2025
Invoice No. 2924724

030608 JOANN Committee
0015 Lender Investigation

Account Summary And Remittance Form

Legal Services:	\$13,323.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$13,323.00**

Terms: Payment Due on or Before March 30, 2025

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BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

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ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

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February 28, 2025
 Invoice No. 2924724

Client 030608
 Matter 0015 Lender Investigation

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Conferences with R. Gage (KDW) to discuss loan packages and related document requests (.4); initial review of ABL/FILO loan package (1.1); revise lien-related discovery requests (.9); emails with R. Gage (KDW) related to same (.1).	MJM	2.50	\$2612.50
01/30/25	Conference with M. McLoughlin (KDW) regarding investigation strategy and demand letter (.4); conference with T. Zapata (KDW) regarding demand letter (.1); draft demand letter to debtors regarding lien investigation (1.1).	RG	1.50	1567.50
01/30/25	Review first day declaration in connection with background for investigation.	JS	0.90	594.00
01/31/25	Revise demand letter to debtors (.5); email debtors regarding demand letter (.1); draft demand letter to Bank of America regarding lien investigation (.6); draft demand letter to Wilmington Savings regarding lien investigation (.6); draft demand letter to 1903P	RG	2.70	2821.50

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JOANN Committee
Client 030608
Matter 0015
February 28, 2025
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding lien investigation (.6); email to Bank of America regarding demand letter (.1); email to Wilmington Savings regarding demand letter (.1); email to 1903P regarding demand letter (.1).			
01/31/25	Continue to review first day declaration.	JS	0.90	594.00
01/31/25	Review first day declaration (.2); request lien search (.3); review 1st day declaration and pitch (.6); follow up on lien searches (.1); start review of second amended and restated credit agreement (1.5).	WC	2.70	2727.00
01/31/25	Further revise ABL (.2), FILO (.3) and term loan (.2) demand letters.	MJM	0.70	731.50
01/31/25	Emails to W. Clarke and J. Sarmiento (both KDW) regarding review; email with M. McLoughlin, et al. (KDW) regarding term lender discovery, term loan agent (.2); review information requests to BoA (.1), 1903P (.2).	ERW	0.50	640.00
01/31/25	Review draft of lien investigation demand letter from R. Gage and M. McLoughlin (both KDW) (.3); provide input on same (.3); review finalized initial information requests to 3 lender groups (.2); correspondence with Arent regarding meet and confer (.1).	JRA	0.90	1035.00
Total Services for this Matter:				13,323.00
Total this Invoice				\$13,323.00

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 Matter 0015
 February 28, 2025
 Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.50	1,280.00	\$640.00
JRA	Adams, Jason	0.90	1,150.00	1,035.00
JS	Sarmiento, Jamie	1.80	660.00	1,188.00
MJM	McLoughlin, Maeghan J	3.20	1,045.00	3,344.00
RG	Gage, Rich	4.20	1,045.00	4,389.00
WC	Clarke, Wendy	2.70	1,010.00	2,727.00

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February 28, 2025
Invoice No. 2924725

030608 JOANN Committee
0016 Debtor Communications

Account Summary And Remittance Form

Legal Services:	\$9,264.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$9,264.00**

Terms: Payment Due on or Before March 30, 2025

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ACCOUNT #: 135-046110

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February 28, 2025
 Invoice No. 2924725

Client 030608
 Matter 0016 Debtor Communications

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Initial call with debtors' professional and KDW team regarding status of case and sale process (.8); review and analysis of notes and edit same (.7).	CC	1.50	\$1177.50
01/30/25	Draft initial debtor email (.3); call with Kirkland, A&M, Centerview, Province, and KDW teams to discuss case status and next steps (.8).	MJM	1.10	1149.50
01/30/25	Introductory call with K&E, Centerbridge, KDW and Province teams (.8); follow-up calls with J. Adams (KDW) regarding next steps (.8); outline open items (.4); emails with J. Adams, M. McLoughlin (both of KDW), L. Blumenthal and A. Yenenandra (both K&E) regarding introductory call and extensions (.4).	ERW	2.40	3072.00
01/30/25	Prepare for (.4) and call (.8) with KDW, Province and debtor professionals teams on initial download and immediate items; follow up call with J. Michalik (Kirkland) (.2); update call with E. Wilson (KDW) following same	JRA	2.20	2530.00

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JOANN Committee
 Client 030608
 Matter 0016
 February 28, 2025
 Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(.8).			
01/30/25	Attend opening call with KDW team and debtors' counsel regarding background of case.	AB	0.80	712.00
01/30/25	Emails with A. Yenamandra (K&E) regarding case status.	RLL	0.20	239.00
01/31/25	Review summary of yesterday's debtor call (.2); email to C. Choe (KDW) regarding same (.1).	ERW	0.30	384.00
	Total Services for this Matter:			9,264.00
	Total this Invoice			\$9,264.00

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 Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
AB	Barajas, Andres	0.80	890.00	\$712.00
CC	Choe, Connie	1.50	785.00	1,177.50
ERW	Wilson, Eric	2.70	1,280.00	3,456.00
JRA	Adams, Jason	2.20	1,150.00	2,530.00
MJM	McLoughlin, Maeghan J	1.10	1,045.00	1,149.50
RLL	LeHane, Robert L	0.20	1,195.00	239.00

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February 28, 2025
Invoice No. 2924726

030608 JOANN Committee
0017 Investigation

Account Summary And Remittance Form

Legal Services:	\$16,067.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$16,067.50**

Terms: Payment Due on or Before March 30, 2025

Please Return This Page With Your Payment

PAYMENT BY WIRE OR ACH IS PREFERRED:

BANK: JP MORGAN CHASE, N.A.

ABA #: 021-000-021

SWIFT CODE: CHASUS33

ACCOUNT NAME: KELLEY DRYE & WARREN LLP

ACCOUNT #: 135-046110

PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER

AS PAYMENT REFERENCE

PAYMENT BY CHECK:

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February 28, 2025
Invoice No. 2924726

Client 030608
Matter 0017 Investigation

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Review background materials and first day filings for background on investigation.	RG	1.10	\$1149.50
01/30/25	Emails with M. McLoughlin (KDW) and KDW team regarding term lender discovery.	ERW	0.20	256.00
01/31/25	Review 2024 bankruptcy case first day pleadings, first day affidavit, DIP motion and documentation and related documents (2.5); review 2024 bankruptcy docket and organize relevant documents (1.3).	NSG	3.80	3496.00
01/31/25	Call with C. Choe (KDW) on case background and investigation (.3); call with L. Kouser (KDW) on filings for same (.4); research Gordon Brothers / 1903P recent involvement in bankruptcies (3.7).	PL	4.40	3234.00
01/31/25	Confer with P. Laudiero (KDW) regarding investigation and next steps regarding same (.3); assemble follow-up materials for same (.3).	CC	0.60	471.00
01/31/25	Confer with P. Laudiero (KDW) on public filings related to debtors and stalking horse	LK	0.40	294.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/31/25	bidder. Review term lender group discovery requests (.4); correspondence with Kirkland team on same and access to information related to same (.1).	JRA	0.50	575.00
01/31/25	Emails with R. Gage (KDW) on investigative practices for discovery procedure (.1); analyze requests (.1).	TPZ	0.20	113.00
01/31/25	Continue review of first day filings and case summaries (1.4); review materials in data room (1.3).	RG	2.70	2821.50
01/31/25	Begin reviewing data room (2.1); emails with Centerview and internal KDW team regarding data room (.2); review term lender discovery (.4) and deposition notice (.1); review UCC draft discovery requests (.5); follow up emails with W. Gyves (KDW) (.2).	MJM	3.50	3657.50
Total Services for this Matter:				16,067.50
Total this Invoice				\$16,067.50

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	0.60	785.00	\$471.00
ERW	Wilson, Eric	0.20	1,280.00	256.00
JRA	Adams, Jason	0.50	1,150.00	575.00
LK	Kouser, Lauren	0.40	735.00	294.00
MJM	McLoughlin, Maeghan J	3.50	1,045.00	3,657.50
NSG	Greenberg, Nathan S	3.80	920.00	3,496.00
PL	Laudiero, Paul	4.40	735.00	3,234.00
RG	Gage, Rich	3.80	1,045.00	3,971.00
TPZ	Zapata, Tammy	0.20	565.00	113.00

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February 28, 2025
Invoice No. 2924727

030608 JOANN Committee
0018 Litigation

Account Summary And Remittance Form

Legal Services:	\$16,380.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$16,380.50**

Terms: Payment Due on or Before March 30, 2025

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ACCOUNT #: 135-046110

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February 28, 2025
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Client 030608
 Matter 0018 Litigation

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Telephone conference with E. Wilson (KDW) regarding next steps (.3); emails with R. Morrison (KDW) regarding same (.3).	WSG	0.60	\$600.00
01/30/25	Call (.3) and emails to (.3) W. Gyves (KDW) regarding case status and next steps.	ERW	0.60	768.00
01/31/25	Prepare for and attend meeting with W. Gyves, R. Morrison et al (all KDW) to discuss next steps in litigation research on stalking horse bidder Gordon Brothers Retail Partners LLC (.8); review discovery requests sent by Gibson Dunn on behalf of term loan lenders (.1.2); follow up with W. Gyves and R. Morrison (both KDW) on status of bankruptcy and need to review discovery requests already propounded in order to draft and serve discovery requests on behalf committee (.5); edit 30(b)(6) notices and request for production template (.3); update same for various witnesses (.6); circulate same to W. Gyves, R. Morrison, and P. Laudiero (all KDW) (.2);	NDV	5.10	3085.50

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 Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/31/25	review new templates for 30(b)(6) and clean up formatting then send to R. Morrison (KDW) (.2); confer with W. Gyves and litigation team (all KDW) on status of bankruptcy and need to review discovery requests already propounded in order to draft and serve discovery requests on behalf committee (.9); review discovery requests sent by Gibson Dunn on behalf of term loan lenders (.2); review new templates for 30(b)(6) and clean up formatting (.2).	WSG	7.30	7300.00
01/31/25	Outline preliminary litigation strategy (.4); prepare for conference with KDW team regarding same (.2); attend conference with KDW litigation team regarding same (.8); correspondence (multiple) with litigation team regarding next steps (.8); telephone conference (multiple) with litigation team regarding same (.9); review and revise draft discovery (4.2).	PL	0.20	147.00
01/31/25	Conference with R. Morrison and W. Gyves (both KDW) regarding researching Gordon Brothers history.	RLM	3.60	3456.00

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 Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	discovery requests already propounded (.8); review first day declaration and transcript of first day hearing in connection with anticipated litigation issues (1.4); strategy call with rest of KDW litigation team concerning discovery to debtors and other related parties (.9).			
01/31/25	Emails to W. Gyves, et al (KDW) regarding litigation issues, strategy (.2); conference call (.3) and emails (.3) with A. Glenn (GA) and J. Adams (KDW) regarding status.	ERW	0.80	1024.00
Total Services for this Matter:				16,380.50
Total this Invoice				\$16,380.50

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 Page 4

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.40	1,280.00	\$1,792.00
NDV	Verrilli, Nathan D	5.10	605.00	3,085.50
PL	Laudiero, Paul	0.20	735.00	147.00
RLM	Morrison Jr., Randall	3.60	960.00	3,456.00
WSG	Gyves, William	7.90	1,000.00	7,900.00

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February 28, 2025
Invoice No. 2924728

030608 JOANN Committee
0020 Committee Professional Communications

Account Summary And Remittance Form

Legal Services:	\$19,133.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$19,133.50**

Terms: Payment Due on or Before March 30, 2025

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ACCOUNT #: 135-046110

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February 28, 2025
Invoice No. 2924728

Client 030608
Matter 0020 Committee Professional Communications

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/30/25	Call with KDW internal team regarding next steps.	CC	0.70	\$549.50
01/30/25	Conference with T. Zapata (KDW) regarding case background and next steps (.5); telephone conference with J. Adams, E. Wilson, M. McLoughlin, A. Barajas, C. Choe, J. Churchill, and T. Zapata (all KDW) regarding initial tasks and workstreams (.7).	RG	1.20	1254.00
01/30/25	Initial strategy call with E. Wilson and M. McLoughlin (both KDW) and Province team (.3); internal team call with E. Wilson et al. (all KDW) on initial action items (.7).	JRA	1.00	1150.00
01/30/25	Conference call with internal team to discuss case strategy.	JC	0.70	514.50
01/30/25	Strategy conference call with internal KDW team (.7); call with E. Wilson and J. Adams (both KDW) and Province on strategy (.3).	MJM	1.00	1045.00
01/30/25	Introductory call with KDW and Province teams regarding case status, next steps (.3); introductory KDW internal team call regarding	ERW	1.10	1408.00

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JOANN Committee
 Client 030608
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 Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	case status and next steps (.7); emails to M. McLoughlin and J. Adams (both KDW) regarding tomorrow's all hands call (.1).			
01/30/25	Initial team meeting regarding case and tasks.	TB	0.70	280.00
01/30/25	Attend call with E. Wilson, J. Adams (both KDW) et al. regarding task list and action items.	AB	0.60	534.00
01/30/25	Telephone conference with working group regarding strategy.	WSG	0.70	700.00
01/30/25	Conference with R. Gage (KDW) regarding case background and next steps (.5); telephone conference with J. Adams, E. Wilson, M. McLoughlin, A. Barajas, C. Choe, J. Churchill, and R. Gage (all KDW) regarding initial tasks and workstreams (.7).	TPZ	1.20	678.00
01/31/25	Call with M. McLaughlin and J. Adams to discuss workstreams and research on 2024 JOANN bankruptcy.	NSG	0.80	736.00
01/31/25	Team call with E. Wilson et all (all KDW) (.8); follow up call (partial participation) with M. McLoughlin, N. Greenberg, J. Churchill (all KDW) regarding research workstreams (.6); call with E. Wilson (KDW) on status (.5).	JRA	1.90	2185.00
01/31/25	Conference call (partial) with internal team to further discuss open workstreams and critical to dos (.3); conference call with internal team to discuss research projects for upcoming	JC	1.10	808.50

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February 28, 2025
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/31/25	objections (.8). Draft list of research projects with responsible attorneys (.3); meet with N. Green, J. Churchill, and T. Hopper (all KDW) to discuss research projects and timing (.8); prepare for (.3) and participate in internal KDW call to discuss immediate tasks and strategy (.8).	MJM	2.20	2299.00
01/31/25	Participate (partial) in Kelley Drye team meeting to discuss lien investigation (.4).	WC	0.40	404.00
01/31/25	Attend (partial) internal call regarding lien investigation strategy (.4).	JS	0.40	264.00
01/31/25	Call with KDW team including M. McLoughlin, N. Greenberg, and J. Churchill (all KDW) to discuss sale process and timeline, and related research assignments.	TDH	0.80	484.00
01/31/25	Conference call with J. Adams (KDW) regarding status, next steps (.5); conference call with KDW team regarding status, next steps (.8).	ERW	1.30	1664.00
01/31/25	Attend internal KDW team call with J. Adams (KDW) et al. regarding task list items.	AB	0.80	712.00
01/31/25	Conference with J. Adams et al. (all KDW) regarding action items, case status and next steps.	CC	0.80	628.00
01/31/25	Telephone conference with J. Adams, E. Wilson, W. Gyves, W. Clarke, M. McLoughlin, A. Barajas, C. Choe, J. Churchill, and J.	RG	0.80	836.00

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Client 030608
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Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Sarmiento (all KDW) regarding case strategy and next steps.			
	Total Services for this Matter:			19,133.50
	Total this Invoice			\$19,133.50

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February 28, 2025
Page 5

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
AB	Barajas, Andres	1.40	890.00	\$1,246.00
CC	Choe, Connie	1.50	785.00	1,177.50
ERW	Wilson, Eric	2.40	1,280.00	3,072.00
JC	Churchill, John	1.80	735.00	1,323.00
JRA	Adams, Jason	2.90	1,150.00	3,335.00
JS	Sarmiento, Jamie	0.40	660.00	264.00
MJM	McLoughlin, Maeghan J	3.20	1,045.00	3,344.00
NSG	Greenberg, Nathan S	0.80	920.00	736.00
RG	Gage, Rich	2.00	1,045.00	2,090.00
TB	Burns, Tom	0.70	400.00	280.00
TDH	Hopper, Timothy D	0.80	605.00	484.00
TPZ	Zapata, Tammy	1.20	565.00	678.00
WC	Clarke, Wendy	0.40	1,010.00	404.00
WSG	Gyves, William	0.70	1,000.00	700.00

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